

March 4, 2009

BY ELECTRONIC FILING

Marlene H. Dortch, Secretary
Federal Communications
Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: ITC-T/C-20080822-00397; SES-T/C-20080822-01089;
SES-T/C-20080822-01088; SAT-T/C-20080822-00157;
0021-EX-TU-2008; File No. 0003540644; SES-STA-
20080822-01085; 0022-EX-TU-2008; ISP-PDR-20080822-
00016

Dear Ms. Dortch:

On August 22, 2008, the Harbinger Capital Partners Funds ("Harbinger") and SkyTerra Communications, Inc. ("SkyTerra") filed the above-referenced applications seeking the Commission's consent to transfer control of SkyTerra Subsidiary LLC, Inmarsat Hawaii Inc., and Inmarsat, Inc. At the request of the Commission's staff, pages 6-7 of the Narrative that accompanied the applications have been revised to conform them to more current information that has been filed in connection with a Petition for Declaratory Ruling.¹ A copy of the revised pages of the Narrative is enclosed.²

This filing is one of three that are being submitted today relating to the proposed transfers of control. Under separate cover, Harbinger and SkyTerra are requesting that the Commission process the applications proposing to transfer control of SkyTerra Subsidiary LLC separately from the applications proposing to transfer control of Inmarsat Hawaii Inc., and Inmarsat, Inc. In addition, Harbinger and SkyTerra are filing

¹ See File No. ISP-PDR-20080129-00002. The changes to the Narrative also reflect an erratum that was filed on September 11, 2008, and updated figures for Harbinger's interest in TerreStar Corporation.

² As a result of the changes, the page breaks in the enclosed version of pp. 6-7 do not precisely match the page breaks from the original version of the Narrative.

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an amendment today revising the portion of the transfer of control applications that describes the ownership of Harbinger.

Please direct any questions regarding this submission to the undersigned.

Respectfully submitted,

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International Telecommunication Union through the United Kingdom. Inmarsat is a leading provider of global mobile satellite communications services, with the majority of its revenue from global maritime and aeronautical communications services. Inmarsat also supports land mobile voice and data applications, including in North America, which applications are discussed further herein. Inmarsat, through its wholly-owned subsidiaries, Inmarsat Hawaii Inc. and Inmarsat, Inc., holds three FCC authorizations: two special temporary authorizations to operate an earth station and an experimental license. Inmarsat Hawaii Inc. is a Hawaii corporation and Inmarsat, Inc. is a Delaware corporation.

(3) *Harbinger*

The Harbinger Capital Partners Funds are investment funds founded in 2001 by Philip A. Falcone and Harbert Management Corporation. The Master Fund is an exempted company organized under the laws of the Cayman Islands. The Special Situations Fund is a Delaware limited partnership. A more detailed description of these funds and their ownership structure is set forth in the Declaratory Ruling Petition that is Attachment B, hereto. Mr. Falcone and Raymond Harbert, both of whom are U.S. citizens, have ultimate control of the funds.

Harbinger currently holds approximately 29% of the issued and outstanding voting shares of Inmarsat and holds convertible bonds in Inmarsat. Harbinger also holds an approximately 49% equity interest and an approximately 48% voting interest in SkyTerra,⁷ plus warrants for additional voting shares of SkyTerra; and the right to acquire additional shares of SkyTerra out of escrow once the Commission has consented to transferring

⁷ These percentages include approximately 2% of SkyTerra's voting common stock and 14% of SkyTerra's equity which are currently owned by the Partners Fund and which, as indicated in note 1 hereto, are contemplated to be distributed to the Master Fund and the Special Situations Fund.

control of MSV Sub to Harbinger.⁸ In addition, Harbinger owns approximately 31% of the voting shares and approximately 44% of the equity of TerreStar Corporation, as well as debt instruments in TerreStar. TerreStar Corporation's (approximately) 88% subsidiary, TerreStar Networks Inc., holds an FCC letter of intent ("LOI") authorization for the launch and operation in the United States of TerreStar-1, a Canadian-licensed S-band MSS satellite that will serve the United States and Canada. Harbinger does not control TerreStar, nor would any of the proposed transactions give Harbinger control of TerreStar.

In addition to their interests in Inmarsat and TerreStar, the Harbinger Capital Partners Funds have interests in many companies, including minority interests in the following telecommunications and media companies in which Harbinger holds an equity interest⁹ of 10% or more (and, in each case, less than 25%): Satelites Mexicanos Sa de CV; Leap Wireless; The New York Times Company; and Media General Communications, Inc.

B. The Transactions

The transfer of control of SkyTerra/MSV to Harbinger would occur by the exercise by Harbinger of warrants and/or by other stock acquisition. If Harbinger is allowed to acquire all of the shares to which it currently has rights, it will hold in excess of 60% of the voting common stock of SkyTerra. Harbinger anticipates that in January 2009 and April 2009 it will receive warrants to acquire an additional 25,000,000 shares of the voting common stock of

⁸ These escrowed shares consist of: (1) voting shares amounting to 0.91% of SkyTerra's voting stock and 0.41% of SkyTerra's total equity that were placed in escrow in connection with an April 2008 transaction in which Harbinger acquired SkyTerra shares from various Apollo funds; (2) non-voting shares amounting to 7.27% of SkyTerra's total equity that were transferred to Wells Fargo Bank, National Association ("Wells Fargo") and placed in escrow in connection with a September 2008 transaction in which Harbinger acquired SkyTerra shares from TerreStar Corporation; and (3) voting shares amounting to 3.35% of SkyTerra's voting stock and 1.50% of SkyTerra's total equity that were placed in escrow when Wells Fargo acquired them in January and February 2009.

⁹ Although neither a voting nor equity interest, for the completion of the record, we note that Harbinger also holds approximately 51 million dollars (face value) in bonds in ICO Global, whose affiliate holds an LOI authorization from the Commission to operate an S-band MSS satellite in the United States.